

THIS INSTRUMENT PREPARED BY:
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MEMORANDUM OF TRUST

STATE OF TENNESSEE

COUNTY OF SHELBY

The undersigned, having been duly sworn, according to law, states that LAURA MATHER JORDAN EARNHEART is the Grantor of a Trust known as the MATHER EARNHEART LIVING TRUST which was established on the 13th day of June, 1991.

The following information is given for the purposes of allowing third persons seeking to deal with the Trustee or Successor Trustee to have sufficient information regarding the powers, duty and authority of the Trustee with respect to the Trust. Accordingly, the following information is presented:

1. NAME OF TRUST: MATHER EARNHEART LIVING TRUST
2. ADDRESS OF TRUST: 8735 Newell Road, Lake Cormorant, MS 38641
3. NAME OF GRANTOR: LAURA MATHER JORDAN EARNHEART
4. ADDRESS OF GRANTOR: 8735 Newell Road, Lake Cormorant, MS 38641
5. NAME OF TRUSTEE: LAURA MATHER JORDAN EARNHEART
6. ADDRESS OF TRUSTEE: 8735 Newell Road, Lake Cormorant, MS 38641
7. NAME OF BENEFICIARIES: The Grantor during Grantor's lifetime. Following the Grantor's death, the beneficiaries shall be as set forth in the trust.
8. TYPE OF TRUST: This trust is a Revocable Grantor Trust.
9. TAX ID#: This is a Grantor Trust as described in Internal Revenue Code Section 1.671-4(b) and pursuant to Section 301.6109-1(a)(2) should use the Grantor's Social Security Number for tax reporting. The Social Security Number is 412-01-2872.
10. TERM: Unless otherwise terminated by the Grantor, the Trust shall continue during the lifetime of the Grantor.
11. POWERS RETAINED BY THE GRANTOR. The Grantor reserves the power to alter, amend, modify or terminate the Trust during the Grantor's lifetime.
12. DISABILITY OR DEATH OF GRANTOR. In the event of the disability of the Grantor, or following the death of the Grantor, KATHY A. WILSON and MILES P. EARNHEART shall serve as the Successor Trustee; and if either is not able or willing to serve, then the remaining Trustee shall serve.

13. TRUSTEE POWERS. The Trustee and Successor are granted the following specific powers.

- a. All powers under Mississippi Code Section 91-9-101;
- b. Full power to deal with real estate without the approval of any Court, joinder of Beneficiary and without disclosing any Beneficiary of the Trust;
- c. All Trustee powers shall be broadly construed and may be exercised without Court approval;
- d. No person dealing with the Trustee in the capacity of purchaser, seller, acquirer, lender, tenant, lessor, lessee, contractant or otherwise shall be bound to inquire into the capacity to act on the part of the Trustee or into the authority for or the propriety of any act of the Trustee nor shall such person be required to see to the application or disposition of any money or the property paid, delivered or loaned to the Trustee.

14. TRANSFER OF ASSETS. The Grantor does, by the execution of the trust and this Memorandum of Trust transfer, quitclaim and assign to the trust all of the Grantor's assets, including real and personal property of every nature and type whatsoever, except for assets which, if transferred, would result in income tax consequences to the Grantor. Should the title to any transferred assets not be changed or should any transferred assets continue to be held in the name of the Grantor, without the designation of the trust, then it is declared that any such assets held in the name of the Grantor, whether individually or jointly with right of survivorship, are intended to be held and are in fact held by the Grantor as a Trust asset.

15. REAL PROPERTY TRANSFERRED TO TRUST.

1. Beginning at the Northwest corner of Section 10, Township 3 South, Range 9 West; thence East on Newell Road and the North line of said Section, 344 feet to the POINT OF BEGINNING of the herein conveyed lot; thence South 315 feet; thence East 210 feet; thence North 315 feet to the North line of said Section; Thence West along Newell Road and the North line of said Section, 210 feet to the point of beginning, containing 1-1/2 acres, more or less. (Grantor's home place located in DeSoto County)
2. All of that part of the South half of Section 36, Township 3 South, Range 10 West, lying south and west of the drainage ditch running in the southeasterly direction through said Section known as "Big Six Ditch". (Buckshot located in Tunica County)
3. All of that part of the Northwest Quarter of Section 36, Township 3 South, Range 10 West, lying south and west of the drainage ditch running in the southeasterly direction through said Section and known as "Big Six Ditch". (Buckshot located in Tunica County)

4. The North Half of the Northwest Quarter of Section 14, Township 3, Range 9 West, LESS AND EXCEPT that portion transferred to First Eudora Methodist Church and that part sold to Tim Ball, containing approximately 65.50 acres, more or less. (Pegram located in DeSoto County)
5. Forty (40) acres described as the northwest quarter of the northwest quarter of Section 20, Township 3, Range 9, DeSoto County, Mississippi. LESS AND EXCEPT the house site previously conveyed by Deed of Record in Deed Book 82, Page 611, of the Records of DeSoto County, Mississippi

The legal descriptions shown herein were prepared without benefit of abstract or survey and the preparer does not certify as to the accuracy of the legal descriptions shown herein. It is the intent of the Grantor to include only those properties (Numbers 1-4) in which she has an ownership interest.

Title to property Number 5 vests solely in Kathy E. Faulkner Wilson as shown on various Deeds including Deed Book 242, Page 598. The legal description is included in this Memorandum of Trust to show the former ownership interest of the Mather Earnheart Living Trust.

16. SPENDTHRIFT PROVISIONS. The trust contains spendthrift provisions prohibiting a Beneficiary from transferring, mortgaging, pledging, assigning or otherwise encumbering any portion of the trust estate until same shall have been actually transferred or paid over to the beneficiary. The trust estate shall not be subject to execution or other legal process for any debt or liability of any beneficiary.

WITNESS my hand this 11th day of May, 2000.

Laura Mather Jordan Earnheart
LAURA MATHER JORDAN
EARNHEART, Grantor and Trustee

STATE OF MISSISSIPPI
COUNTY OF DeSoto

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared LAURA MATHER JORDAN EARNHEART, to me known to be the person described in and who executed the foregoing instrument and acknowledged that she executed the same for the purposes therein contained.

WITNESS my hand and Notarial Seal at office this 11th day of May, 2000.

James C. Bull
NOTARY PUBLIC

My Commission Expires:

